

# EXHIBIT 4

**Bernard L. Madoff Investment Securities LLC**  
Case No 08-01789-BRL  
U.S. Bankruptcy Court for the Southern District of New York  
Claim Number: **008649**

## CUSTOMER CLAIM

Date Received \_\_\_\_\_

## BERNARD L. MADOFF INVESTMENT SECURITIES LLC

## In Liquidation

RECEIVED

DECEMBER 11, 2008

APR 28 2009

(Please print or type)

Name of Customer: Melton Family LLC  
Mailing Address: 20 Balfour Drive  
City: West Hartford State: CT Zip: 06117  
Account No.: 1ZA894 Redacted  
Taxpayer I.D. Number (Social Security No.): 1416

**NOTE: BEFORE COMPLETING THIS CLAIM FORM, BE SURE TO READ CAREFULLY THE ACCOMPANYING INSTRUCTION SHEET. A SEPARATE CLAIM FORM SHOULD BE FILED FOR EACH ACCOUNT AND, TO RECEIVE THE FULL PROTECTION AFFORDED UNDER SIPA, ALL CUSTOMER CLAIMS MUST BE RECEIVED BY THE TRUSTEE ON OR BEFORE March 4, 2009. CLAIMS RECEIVED AFTER THAT DATE, BUT ON OR BEFORE July 2, 2009, WILL BE SUBJECT TO DELAYED PROCESSING AND TO BEING SATISFIED ON TERMS LESS FAVORABLE TO THE CLAIMANT. PLEASE SEND YOUR CLAIM FORM BY CERTIFIED MAIL - RETURN RECEIPT REQUESTED.**

\*\*\*\*\*

1. Claim for money balances as of December 11, 2008:

2. Claim for securities as of **December 11, 2008**:

**PLEASE DO NOT CLAIM ANY SECURITIES YOU HAVE IN YOUR POSSESSION.**

	<u>YES</u>	<u>NO</u>
a. The Broker owes me securities	<u>X</u>	<u>      </u>
b. I owe the Broker securities	<u>      </u>	<u>X</u>
c. If yes to either, please list below:		

Date of Transaction (trade date)	Name of Security	Number of Shares or Face Amount of Bonds	
		The Broker Owes Me (Long)	I Owe the Broker (Short)
<u>See Nov. 30, 2008 ZA894 statements, attached hereto as Exhibit A</u>			
	\$2,301,573.17 (market value of securities long, per ZA894-3 statement)		
	79,200.00 (market value of securities long, per ZA894-4 statement)		
	(111,840.00) (market value of securities short per ZA894-4 statement)		
Total	\$2,268,933.17		

Proper documentation can speed the review, allowance and satisfaction of your claim and shorten the time required to deliver your securities and cash to you. Please enclose, if possible, copies of your last account statement and purchase or sale confirmations and checks which relate to the securities or cash you claim, and any other documentation, such as correspondence, which you believe will be of assistance in processing your claim. In particular, you should provide all documentation (such as cancelled checks, receipts from the Debtor, proof of wire transfers, etc.) of your deposits of cash or securities with the Debtor from as far back as you have documentation. You should also provide all documentation or information regarding any withdrawals you have ever made or payments received from the Debtor.

See Exhibits A and B, and documents submitted herewith.

Please explain any differences between the securities or cash claimed and the cash balance and securities positions on your last account statement. If, at any time, you complained in writing about the handling of your account to any person or entity or regulatory authority, and the complaint relates to the cash and/or securities that you are now seeking, please be sure to provide with your claim copies of the complaint and all related correspondence, as well as copies of any replies that you received.

**PLEASE CHECK THE APPROPRIATE ANSWER FOR ITEMS 3 THROUGH 9.**

**NOTE: IF "YES" IS MARKED ON ANY ITEM, PROVIDE A DETAILED EXPLANATION ON A SIGNED ATTACHMENT. IF SUFFICIENT DETAILS ARE NOT PROVIDED, THIS CLAIM FORM WILL BE RETURNED FOR YOUR COMPLETION.**

	<u>YES</u>	<u>NO</u>
3. Has there been any change in your account since December 11, 2008? If so, please explain.	<hr/>	X
4. Are you or were you a director, officer, partner, shareholder, lender to or capital contributor of the broker?	<hr/>	X
5. Are or were you a person who, directly or indirectly and through agreement or otherwise, exercised or had the power to exercise a controlling influence over the management or policies of the broker?	<hr/>	X
6. Are you related to, or do you have any business venture with, any of the persons specified in "4" above, or any employee or other person associated in any way with the broker? If so, give name(s)	<hr/>	X
7. Is this claim being filed by or on behalf of a broker or dealer or a bank? If so, provide documentation with respect to each public customer on whose behalf you are claiming.	<hr/>	X
8. Have you ever given any discretionary authority to any person to execute securities transactions with or through the broker on your behalf? Give names, addresses and phone numbers.	<hr/>	X
9. Have you or any member of your family ever filed a claim under the Securities Investor Protection Act of 1970? If so, give name of that broker.	<hr/>	X

Please list the full name and address of anyone assisting you in the preparation of this claim form: Joshua Keller, Esq., Milberg LLP  
One Pennsylvania Plaza, New York, New York 10119.

9. Have you or any member of your family ever filed a claim under the Securities Investor Protection Act of 1970? If so, give name of that broker. \_\_\_\_\_

Please list the full name and address of anyone assisting you in the preparation of this claim form: \_\_\_\_\_

If you cannot compute the amount of your claim, you may file an estimated claim. In that case, please indicate your claim is an estimated claim.

**IT IS A VIOLATION OF FEDERAL LAW TO FILE A FRAUDULENT CLAIM. CONVICTION CAN RESULT IN A FINE OF NOT MORE THAN \$50,000 OR IMPRISONMENT FOR NOT MORE THAN FIVE YEARS OR BOTH.**

**THE FOREGOING CLAIM IS TRUE AND ACCURATE TO THE BEST OF MY INFORMATION AND BELIEF.**

Date 1/29/09

Signature Alan F. Wetton

Date \_\_\_\_\_

Signature \_\_\_\_\_

(If ownership of the account is shared, all must sign above. Give each owner's name, address, phone number, and extent of ownership on a signed separate sheet. If other than a personal account, e.g., corporate, trustee, custodian, etc., also state your capacity and authority. Please supply the trust agreement or other proof of authority.)

**This customer claim form must be completed and mailed promptly, together with supporting documentation, etc. to:**

Irving H. Picard, Esq.,  
Trustee for Bernard L. Madoff Investment Securities LLC  
Claims Processing Center  
2100 McKinney Ave., Suite 800  
Dallas, TX 75201

**information regarding any withdrawals you have ever made or payments received from the Debtor.**

Please explain any differences between the securities or cash claimed and the cash balance and securities positions on your last account statement. If, at any time, you complained in writing about the handling of your account to any person or entity or regulatory authority, and the complaint relates to the cash and/or securities that you are now seeking, please be sure to provide with your claim copies of the complaint and all related correspondence, as well as copies of any replies that you received.

**PLEASE CHECK THE APPROPRIATE ANSWER FOR ITEMS 3 THROUGH 9.**

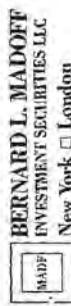
**NOTE: IF "YES" IS MARKED ON ANY ITEM, PROVIDE A DETAILED EXPLANATION ON A SIGNED ATTACHMENT. IF SUFFICIENT DETAILS ARE NOT PROVIDED, THIS CLAIM FORM WILL BE RETURNED FOR YOUR COMPLETION.**

	<u>YES</u>	<u>NO</u>
3. Has there been any change in your account since December 11, 2008? If so, please explain.		
4. Are you or were you a director, officer, partner, shareholder, lender to or capital contributor of the broker?		
5. Are or were you a person who, directly or indirectly and through agreement or otherwise, exercised or had the power to exercise a controlling influence over the management or policies of the broker?		
6. Are you related to, or do you have any business venture with, any of the persons specified in "4" above, or any employee or other person associated in any way with the broker? If so, give name(s)		
7. Is this claim being filed by or on behalf of a broker or dealer or a bank? If so, provide documentation with respect to each public customer on whose behalf you are claiming.		
8. Have you ever given any discretionary authority to any person to execute securities transactions with or through the broker on your behalf? Give names, addresses and phone numbers.		



Affiliated with  
Midoff Securities International Limited  
12 Berkeley Street  
Mayfair, London W1 8BT  
Tel 020 7433 6222

885 Third Avenue  
New York, NY 10022  
(212) 230-2424  
800 334-1343  
Fax (212) 838-4061



MELTON FAMILY LLC

20 BALFOUR DRIVE  
WEST HARTFORD CT 06117

DATE	BOUGHT RECEIVED OR SOLD	SELLER'S NAME	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
11/1/12	720 1,728		T5289	SCHLUMBERGER LTD	49.480	35,653.60	
11/1/12			75791	COMCAST CORP CL A	16.510	28,598.28	
11/1/12	3,408		T9615	AT&T INC	27	92,152.00	
11/1/12	854		80117	CONOCOPHILIPS	52.510	45,402.64	
11/1/12	576		83944	UNITED PARCEL SVC INC CLASS B	52.040	29,998.04	
11/1/12	3,504		84443	UISCO SYSTEMS INC	16.730	58,161.92	
11/1/12	1,008		88267	U S BANCORP	29.530	29,806.24	
11/1/12	1,200		88769	CHEVRON CORP	73.430	88,164.00	
11/1/12	576		92593	UNITED TECHNOLOGIES CORP	53.160	30,643.16	
11/1/12	6,096		93095	GENERAL ELECTRIC CO	19.630	119,907.48	
11/1/12	1,632		96919	VERIZON COMMUNICATIONS	30.410	49,594.12	
11/1/12	144		97421	GOOGLE	337.400	48,590.60	
11/1/12	2,225,000		23852	U S TREASURY BILL	99.936	2,223,576.00	
				DUE 2/12/2009			
				2/12/2009			
11/1/12				FIDELITY SPARTAN			
				U S TREASURY MONEY MARKET			
				DIV 11/12/08			
11/1/12			18956	FIDELITY SPARTAN	1	1	1.06
11/1/12	2,842		28324	U S TREASURY MONEY MARKET	1	42,883.00	2,842.00
11/1/12	42,883			FIDELITY SPARTAN			
11/1/12				U S TREASURY MONEY MARKET			
11/1/12				DIV 11/19/08			
11/1/19				CONTINUED ON PAGE	3		5.26

PLEASE RETAIN THIS STATEMENT FOR INCOME TAX PURPOSES

MWPTAP00450599

Affiliated with  
 Mudoff Securities International Limited  
 12 Berkeley Street  
 Mayfair, London W1J 8DT  
 Tel 020 7403 6222

385 Third Avenue  
 New York, NY 10022  
 (212) 230-2424  
 300 33rd St.  
 Fax (212) 638-4061

**BERNARD L. MADOFF**  
 INVESTMENT SECURITIES LLC  
 New York  London

MELTON FAMILY LLC

20 Balfour Drive  
 West Hartford CT 06117

11/30/08  
 YOUR TAX PAYMENT IDENTIFICATION NUMBER  
 1-ZA894-3-0

1  
 YOUR ACCOUNT NUMBER  
 \* \* \* \* \* 1416

DATE	BOUGHT RECEIVED ON LONG	SOLD DELIVERED ON SHORT	TRN	DESCRIPTION	PRICE ON SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
				BALANCE, FORWARD		139,436.95	
1/12	2,016			1246 WELLS FARGO & CO NEW	29.800	60,156.80	
1/12	1,440			1748 HEWLETT PACKARD CO	34.900	50,313.00	
1/12	1,248			5572 WAL-MART STORES INC	55.830	69,724.04	
1/12	816			6074 INTERNATIONAL BUSINESS MACHS	87.270	71,244.32	
1/12	3,024			9898 EXXON MOBIL CORP	72.880	220,509.12	
1/12	3,312			10400 INTEL CORP	14.510	48,189.12	
1/12	1,584			14726 JOHNSON & JOHNSON	59.580	94,437.72	
1/12	2,160			19051 J.P. MORGAN CHASE & CO	38.530	83,310.80	
1/12	1,152			23377 COCA COLA CO	44.660	51,494.32	
1/12	672			27703 MCDONALDS CORP	55.370	37,234.64	
1/12	1,248			32029 MERCK & CO	28.550	35,679.40	
1/12	4,560			36355 MICROSOFT CORP	21.810	99,635.60	
1/12	2,304			40861 ORACLE CORPORATION	17.300	39,951.20	
1/12	912			53659 PEPSICO INC	56.410	51,481.92	
1/12	528			54161 APPLE INC	100.780	53,232.84	
1/12	3,888			57995 PFIZER INC	16.940	66,017.72	
1/12	912			58487 ABBOTT LABORATORIES	54.610	49,840.32	
1/12	1,728			62311 PROCTER & GAMBLE CO	64.010	110,799.24	
1/12	624			62813 AIGEN INC	59.160	36,939.84	
1/12	1,200			66687 PHILLIP MORRIS INTERNATIONAL	43.600	52,368.00	
1/12	2,880			67139 BANK OF AMERICA	21.590	62,294.20	
1/12	960			70953 QUALCOMM INC	33.770	32,457.20	
1/12	3,120			71465 CITY GROUP INC	12.510	39,155.20	
				CONTINUED ON PAGE	2		

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111-2000-100000000000000000  
 Tel 020 7493 6322

(212) 230-2424  
 800 334-1343  
 Fax (212) 338-4061

**M&P** INVESTMENT SECURITIES LLC

New York  London

**MELTON FAMILY LLC**

20 BALFOUR DRIVE  
 WEST HARTFORD CT 06117

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
11/19		42,883	53850	FIDELITY SPARTAN U S TREASURY MONEY MARKET	1		42,883.00
11/19	175,000		58304	U S TREASURY BILL DUE 03/26/2009	99.926	174,870.50	
11/19	11,826		62836	3/26/2009 FIDELITY SPARTAN U S TREASURY MONEY MARKET	1	11,826.00	
				NEW BALANCE			273,548.57
				SECURITY POSITIONS	MKT PRICE		
				AT&T INC	28.560		
				ABBOTT LABORATORIES	52.390		
				AMGEN INC	55.540		
				APPLE INC	92.670		
				BANK OF AMERICA	16.250		
				CHEVRON CORP	79.010		
				CISCO SYSTEMS INC	16.540		
				CITI GROUP INC	8.290		
				COCA COLA CO	46.870		
				COMCAST CORP	17.340		
				CL A			
				CONDOPHILIPS	52.520		
				EXXON MOBIL CORP	80.150		
				GENERAL ELECTRIC CO	17.170		
				CONTINUED ON PAGE	4		

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MWPTAP00450601

BERNARD L. MADOFF  
 INVESTMENT SECURITIES LLC  
 New York  London  
 885 Third Avenue  
 New York, NY 10022  
 (212) 230-2424  
 800 334-1343  
 Fax (212) 838-4061

12 Berkeley Street  
 Mayfair, London W1J 8UT  
 Tel (020) 7993 6222

MELTON FAMILY LLC

20 BALFOUR DRIVE  
 WEST HARTFORD CT 06117

DATE	BOUGHT HELD ON LONG	SOLD DELIVERED OR SHORT	% TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
	144			GOOGLE		292.960	
	1,440			HEWLETT PACKARD CO		35.280	
	3,312			INTEL CORP		13.800	
	816			INTERNATIONAL BUSINESS MACHINES		81.600	
	2,160			J.P. MORGAN CHASE & CO		31.460	
	1,584			JOHNSON & JOHNSON		58.580	
	672			MCDONALD'S CORP		58.750	
	1,248			MERCK & CO		26.720	
	4,560			MICROSOFT CORP		20.220	
	2,304			ORACLE CORPORATION		16.090	
	912			PEPSICO INC		56.700	
	3,888			PFIZER INC		16.430	
	1,200			PHILLIP MORRIS INTERNATIONAL		42.160	
	1,726			PROCTER & GAMBLE CO		64.350	
	960			QUALCOMM INC		33.570	
	720			SCHLUMBERGER LTD		50.740	
	11,826			FIDELITY SPARTAN		1	
	1,008			U S TREASURY MONEY MARKET			
	576			U S BANCORP		26.980	
	175,000			UNITED PARCEL SVC INC		57.600	
	576			CLASS B			
				U S TREASURY BILL			
				DU 03/26/2009			
				3/26/2009			
				UNITED TECHNOLOGIES CORP		48.530	
				CONTINUED ON PAGE		5	

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MWPTAP00450602

Affiliated with  
 Madoff Securities International Limited  
 12 Berkeley Street  
 Mayfair, London W1J 8DT  
 Tel (020) 393 6222

885 Third Avenue  
 New York, NY 10022  
 (212) 230-3424  
 300 334-1343  
 Fax (212) 638-4061

**BERNARD L. MADOFF**  
 INVESTMENT SECURITIES LLC  
 New York  London  
 MADOFF

HELTON FAMILY LLC

20 BALFOUR DRIVE  
 WEST HARTFORD CT 06117

DATE	BOUGHT RECEIVED ON LONG	SOLD DELIVERED ON SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
	1,632 1,928 2,016			VERIZON COMMUNICATIONS WAL-MART STORES INC WELLS FARGO & CO NEW MARKET VALUE OF SECURITIES LONG 2,301,573.17 SHORT	32*650 55*880 28*890		

DO NOT REDEEM THIS DOCUMENT FOR MONEY OR CASH

MWPTAP00450603

New York, NY 10022  
(212) 230-2424  
300 33rd 13th  
Fax (212) 838-4061

**BERNARD L. MADOFF**  
INVESTMENT SECURITIES LLC  
New York  London  
  
MELTON FAMILY LLC



20 BALEFOUR DRIVE  
WEST HARTFORD CT 06117

DATE	RECEIVED ON LONG	RECEIVED ON SHORT	SOLD	DELIVERED ON SHORT	TRN	YEAR-TO-DATE SUMMARY	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
							DIVIDENDS			
							GROSS PROCEEDS FROM SALES			
									15,807.62	
										13,104,812.05

PLEASE RETAIN THIS STATEMENT FOR INCOME TAX PURPOSES

MWPTAP00450604

385 Third Avenue  
 New York, NY 10022  
 (212) 230-2424  
 800 334-1343  
 Fax (212) 638-4061

**BERNARD L. MADOFF**  
 INVESTMENT SECURITIES LLC  
 New York □ London

**MELTON FAMILY LLC**

20 BALFOUR DRIVE  
 WEST HARTFORD CT 06117

Affiliated with  
 Madoff Securities International Limited  
 12 Berkeley Street  
 Mayfair, London W1B 0DT  
 Tel 020 7493 6222

1  
 PAGE

11/30/03  
 PERIOD ENDING

YOUR TAX PAYMENT NUMBER  
 1-7A894-4-0  
 \*\*\*\*\*1416

DATE	BOUGHT HELD/COVERED ON LONG	SOLD DELIVERED ON SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT CREDITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
11/12			48	45007	BALANCE FORWARD		
11/12			48	49333	S & P 100 INDEX NOVEMBER 460 CALL	15•800	139,437•00
11/19			48	35437	S & P 100 INDEX NOVEMBER 450 PUT	17•800	75,792•00
11/19			48	39762	S & P 100 INDEX DECEMBER 430 CALL	26	124,752•00
11/19			48	44087	S & P 100 INDEX DECEMBER 420 PUT	30	144,048•00
11/19			48	48412	S & P 100 INDEX NOVEMBER 450 CALL	3	14,448•00
11/19			48		S & P 100 INDEX NOVEMBER 450 PUT	37	177,552•00
					NEW BALANCE		273,549•00
					SECURITY POSITIONS		
			48		MKT PRICE 23•300		
					S & P 100 INDEX DECEMBER 430 CALL		
					S & P 100 INDEX DECEMBER 420 PUT		
					MARKET VALUE OF SECURITIES		
					LONG	79,200•00	111,840•00-
					SHORT		

PLEASE RETAIN THIS STATEMENT FOR INCOME TAX PURPOSES

MWPTAP00450605

Exhibit B

MWPTAP00450606

**EXHIBIT B:**

1. This Claim Form, exhibits, and supporting documentation (collectively "Claim Form") is submitted pursuant to the December 23, 2008 Order of the Honorable Burton R. Lifland and the instructions disseminated by Irving H. Picard, Trustee for Bernard L. Madoff Investment Securities LLC ("Trustee"), on December 11, 2008.
2. The information provided in the Claim Form is based on information provided in the Claimant's latest Madoff account statement and additional information known by the Claimant as of the date of the submission of the Claim Form. The Claimant reserves the right to amend and/or supplement this Claim Form upon the receipt of further information, or upon request by the Trustee for additional information.
3. The Claimant reserves the right to amend the Claim Form in the event of any recoveries by the Trustee or any other party under the avoidance powers of the Bankruptcy Code or otherwise, or in the event of rejections of executory contracts pursuant to Bankruptcy Code Section 365, whether such amendments are made pursuant to Bankruptcy Code Sections 105, 502(g), or 502(h), Bankruptcy Rule 3002(c)(3), (4), other provisions of applicable bankruptcy law, or general principles of law or equity.
4. The Claimant hereby requests that the Claim Form be considered as a proof of claim in *In re Bernard L. Madoff Investment Securities LLC*, No. 08-01789 (Bankr. S.D.N.Y.).
5. This Claim Form is required to be submitted pursuant to the Court's January 2, 2009 Order and the Trustee's instructions to the Claimant. To the extent permitted by applicable law, the Claimant does not, by submitting the Claim Form, consent to the jurisdiction of the Bankruptcy Court nor does Claimant waive any right to trial by jury.
6. The Claimant reserves all rights, claims, and/or defenses as to and/or against any and all parties potentially liable for the losses sustained by the Claimant, including, without limitation, Bernard L. Madoff Investment Securities LLC and its owners, partners, employees, and affiliates, as well as any potentially liable third parties including, without limitation, investment advisors, "feeder funds," accountants, and auditors.
7. The Claimant further reserves all rights, claims, and/or defenses as to and/or against any persons and/or creditors asserting claims against Bernard L. Madoff Investment Securities LLC, its employees, owners, and/or affiliates, in bankruptcy or otherwise.
8. The Claimant reserves all objections as to the competence, relevance, materiality, privilege, or admissibility of evidence in any subsequent proceeding or trial of this or any other action for any purpose whatsoever, notwithstanding the submission of any such information to the Trustee.
9. To the extent the Claimant has disclosed to the Trustee documents containing accounting and/or legal advice, the Claimant does not waive any potential privileges applicable thereto.

10. The Claimant reserves all rights with respect to submitting information to the Internal Revenue Service regarding gains, losses, and/or theft of assets.
11. The Claim Form and supporting documents contain confidential information. The Claimant submits this information to the Trustee subject to the condition that this information will not be disclosed to any third parties, other than under seal to the Court, absent the Claimant's express consent or Court order.
12. The Claimant submits herewith documents in support of the Claimant's claim, including documents containing information regarding account transactions, such as contributions and/or withdrawals. The Claimant reserves any arguments that such documents are not relevant to the Trustee's inquiry. The Claimant further reserves the right to supplement this submission, including the submission of additional documents, if deemed necessary. Below is a list of the documents submitted herewith:

**2002:**

- Madoff Account Statement for period ending 12/31

**2003:**

- Madoff Account Statement for period ending 12/31

**2004:**

- Madoff Account Statement for period ending 12/31

**2005:**

- Madoff Account Statement for period ending 12/31

**2006:**

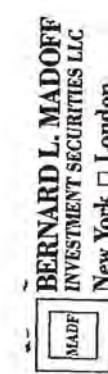
- Madoff Account Statement for period ending 12/31

**2007:**

- Madoff Account Statement for period ending 12/31
- Operating Agreement of Melton Family LLC

**2008:**

- Madoff Account Statement for period ending 11/30



MELTON FAMILY LLC

20 BALFOUR DRIVE  
WEST HARTFORD - CT 06117

Affiliated with  
Madoff Securities International Limited  
12 Berkeley Street  
Mayfair, London W1 8DT  
Tel 020 7493 6222

12/31/02  
PAGE  
1

PERIOD ENDING  
12/31/02  
YOUR TAX PAYEE IDENTIFICATION NUMBER  
Redacted 1416

YOUR ACCOUNT NUMBER  
1-7A894-3-0

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRAN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEDUCTED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
12/02				BALANCE FORWARD			214,316.60
12/02				INTEL CORP DIV 11/07/02 12/01/02	DIV	56.00	
12/05				WELLS FARGO & CO NEW DIV 11/08/02 12/01/02	DIV	196.00	
12/09				PFIZER INC DIV 11/15/02 12/05/02	DIV	332.15	
12/10				ANHEUSER BUSCH COS INC DIV 11/11/02 12/09/02	DIV	68.25	
12/10				EXXON MOBIL CORP DIV 11/12/02 12/10/02	DIV	619.85	
12/10				INTERNATIONAL BUSINESS MACHS DIV 11/03/02 12/10/02	DIV	110.25	
12/10				JOHNSON & JOHNSON DIV 11/19/02 12/10/02	DIV	243.95	
12/16				DU PONT E I DE NEMOURS & CO DIV 11/15/02 12/14/02	DIV	147.00	
12/31	775,000	8303		U.S. TREASURY BILL DUE 3/6/2003	99.796	773,419.00	
12/31	775,000	12136		3/05/2003 U.S. TREASURY BILL DUE 3/13/2003	99.772	773,233.00	
12/31				FIDELITY SPARTAN U.S. TREASURY MONEY MARKET DIV 12/31/02	DIV	89.51	
				CONTINUED ON PAGE 2			

PLEASE RETAIN THIS STATEMENT FOR INCOME TAX PURPOSES

Affiliated with  
**Madoff Securities International Limited**  
12 Berkeley Street  
Mayfair, London W1J 8DT  
Tel 020 7493 6222

885 Third Avenue  
New York, NY 10022  
(212) 230-2424  
300 334-1343  
Fax (212) 838-4061

BERNARD L. MADOFF  
INVESTMENT SECURITIES LLC  
New York □ London

20 BALFOUR DRIVE  
WEST HARTFORD CT 06117

YOUR ACCOUNT NUMBER	
<b>1-ZA8894-3-0</b>	
YOUR TAX PAYER IDENTIFICATION NUMBER	
<b>Redacted 1415</b>	

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885 Third Avenue  
New York, NY 10022  
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INVESTMENT SECURITIES LLC  
New York  London  
**MADF**

MELTON FAMILY LLC

20 BALFOUR DRIVE  
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12 Berkeley Street  
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PAGE 3

YOUR ACCOUNT NUMBER	1-ZA894-3-0
YOUR TAX PAYER IDENTIFICATION NUMBER	Redacted 1416

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INVESTMENT SECURITIES LLC  
New York  London  
**MADF**

885 Third Avenue  
New York, NY 10022  
(212) 330-2424  
800 334-1343  
Fax (212) 838-4061

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20 BALFOUR DRIVE  
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PAGE  
1

PERIOD ENDED  
12/31/02

YOUR ACCOUNT NUMBER:  
1-ZA894-4-0  
YOUR TAX PAYER IDENTIFICATION NUMBER:  
1416  
Redacted

DATE	BOUGHT RECEIVED ON LONG	SOLD DELIVERED ON SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
12/31				BALANCE FORWARD TRANS FROM 30. ACCT NEW BALANCE	JRN	214,316.00	214,316.00

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 New York, NY 10022  
 (212) 230-2424  
 800 334-1343  
 Fax (212) 838-4061

**BERNARD L. MADOFF**  
 INVESTMENT SECURITIES LLC  
 New York  London  
 MADF

MELTON FAMILY LLC

20 BALFOUR DRIVE  
 WEST HARTFORD CT 06117

DATE	BOUGHT RECEIVED ON LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
				BALANCE FORWARD			135,163.80
12/01				INTEL CORP	DIV	45.82	
				DIV 11/07/03 12/01/03	DIV	261.00	
12/01				WELLS FARGO & CO NEW	DIV		
				DIV 11/07/03 12/01/03	DIV		
12/04				PFIZER INC	DIV	413.25	
				DIV 11/14/03 12/04/03	DIV	250.56	
12/09				JOHNSON & JOHNSON	DIV		
				DIV 11/18/03 12/09/03	DIV	587.25	
12/10				EXXON MOBIL CORP	DIV	97.44	
				DIV 11/12/03 12/10/03	DIV		
12/10				INTERNATIONAL BUSINESS MACHS	DIV		
				DIV 11/10/03 12/10/03	DIV	95.70	
12/12				3M COMPANY	DIV	4.43	
				DIV 11/21/03 12/12/03	DIV		
12/31				FIDELITY SPARTAN			
				U S TREASURY MONEY MARKET			
				DIV 12/31/03	JRN1	135,163.00	
				TRANS TO 40 ACCT	1.		
12/31	7,578	80		FIDELITY SPARTAN			
12/31				U S TREASURY MONEY MARKET			
12/31	1,550,000	7172		U S TREASURY BILL DUE 04/08/2004			
				4/08/2004			
				CONTINUED ON PAGE		2	

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**Maddoff Securities International Limited**  
12 Berkeley Street  
Mayfair, London W1 8DT  
Telephone 01 580 2200

885 Third Avenue  
New York, NY 10022  
(212) 230-2424  
800 334-1343  
Fax (212) 838-4061

**BERNARD L. MADOFF**  
INVESTMENT SECURITIES LLC  
New York □ London

MELTON FAMILY LLC  
20 BALFOUR DRIVE  
WEST HARTFORD  
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Madoff Securities International Limited  
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Mayfair, London W1J 8DT  
Tel 020 7493 6222

885 Third Avenue  
New York, NY 10022  
(212) 230-2424  
800 334-1343  
Fax (212) 838-4061

BERNARD L. MADOFF  
INVESTMENT SECURITIES LLC  
New York  London  
MADF  
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PERIOD ENDING  
12/31/03

PAGE  
3

YOUR ACCOUNT NUMBER  
1-7A894-3-0

YOUR TAX PAYMENT IDENTIFICATION NUMBER  
Redacted 1416

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
<b>YEAR-TO-DATE SUMMARY</b>							
<b>DIVIDENDS GROSS PROCEEDS FROM SALES</b>							
15,347.77							
23,287,584.74							

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New York, NY 10022  
(212) 230-2424  
300 334-1343  
Fax (212) 838-4061

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New York  London

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PERIOD ENDING  
**12/31/03**

PAGE  
**1**

YOUR TAX PAYER IDENTIFICATION NUMBER  
**1-ZA894-4-0**

YOUR ACCOUNT NUMBER  
**Redacted1416**

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
				BALANCE FORWARD			
				TRANS FROM 30 ACCT			
				NEW BALANCE			
12/31					JRNE	135,163.00	135,163.00

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Mayfair, London W1J 8DT  
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885 Third Avenue  
New York, NY 10022  
(212) 230-2424  
800 334-1343  
Fax (212) 838-4061

**BERNARD L. MADOFF**  
INVESTMENT SECURITIES LLC  
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YOUR TAX PAYMENT IDENTIFICATION NUMBER	
Redacted 1416	
YOUR ACCOUNT NUMBER	
1-2A894-3-0	

PAGE 1

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT
12/02				MICROSOFT CORP DIV 11/17/04 12/02/04	DIV	324.88
12/02				MICROSOFT CORP DIV 11/17/04 12/02/04	DIV	12,183.00
12/03				PFIZER INC DIV 11/12/04 12/03/04	DIV	479.57
12/07				JOHNSON & JOHNSON DIV 11/16/04 12/07/04	DIV	318.06
12/08	4,743		38661	FIDELITY SPARTAN U S TREASURY MONEY MARKET	1	4,743.00
			1,240	SBC COMMUNICATIONS INC	25.570	31,706.80
			1,922	CITI GROUP INC	46.280	88,950.16
			1,705	TIME WARNER INC	18.280	31,167.40
			4761	CISCO SYSTEMS INC	20.070	50,395.77
			2,511	TYCO INTERNATIONAL LTD	33.840	25,176.96
			744	THE WALT DISNEY CO	27.200	21,080.00
			775	U S BANCORP	29.430	20,933.59
			13140	GENERAL ELECTRIC CO	35.360	140,308.48
			3,968	VIACOM INC	36.100	23,501.10
			651	CLASS B NON VOTING SHS		
			17394	HOME DEPOT INC		
				VERIZON COMMUNICATIONS		
				HEWLETT PACKARD CO		
			837	19560	41.950	35,112.15
			1,023	21668	41.560	42,515.88
			1,115	23704	21.310	23,781.96
				CONTINUED ON PAGE	2	

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 New York, NY 10022  
 (212) 230-2424  
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 Fax (212) 838-4061

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 INVESTMENT SECURITIES LLC  
 New York  London

HELTON FAMILY LLC

20 BALFOUR DRIVE  
 WEST HARTFORD CT 06117

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 Madoff Securities International Limited  
 12 Berkeley Street  
 Mayfair, London W1J 8DT  
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YOUR ACCOUNT NUMBER  
 1-7AB394-3-0

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
12/10		620	25942	WELLS FARGO & CO NEW INTERNATIONAL BUSINESS MACHS	62•100		38•502•00
12/10		620	27966	WAL-MART STORES INC	97•320		60•338•40
12/10		1,501	30216	INTEL CORP	52•770		83•429•37
12/10		2,418	32240	EXXON MOBIL CORP	23•760		57•451•68
12/10		2,449	34490	JOHNSON & JOHNSON	49•660		121•617•34
12/10		1,116	36514	J.P. MORGAN CHASE & CO	61•150		68•243•40
12/10		1,333	40788	COCA COLA CO	38•050		50•720•55
12/10		899	45062	HEDTRONIC INC	40•250		36•184•75
12/10		465	49336	3M COMPANY	48•900		22•738•50
12/10		279	53610	ALTRIA GROUP INC	79•300		22•124•70
12/10		775	57884	MERCK & CO	57•960		44•919•00
12/10		837	62158	MICROSOFT CORP	28•210		23•611•77
12/10		4,061	66432	MORGAN STANLEY	27•260		110•702•86
12/10		403	70583	ORACLE CORPORATION	53•570		21•588•71
12/10		1,922	83394	AMERICAN INTL GROUP INC	13•290		25•543•38
12/10		961	83936	PEPSICO INC	64•610		62•090•21
12/10		620	87668	AMGEN INC	50•610		31•378•20
12/10		496	88210	PFIZER INC	62•620		31•059•52
12/10		2,821	91942	AMERICAN EXPRESS COMPANY	27•460		77•464•66
12/10		465	92482	PROCTER & GAMBLE CO	55•680		25•891•20
12/10		961	96216	BANK OF AMERICA	54•330		52•211•13
12/10		1,519	96756	EXXON MOBIL CORP	46•200		70•177•80
12/10				DIV 11/12/04 12/10/04	DIV		661•23
12/10				INTERNATIONAL BUSINESS MACHS	DIV		111•60

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 Fax (212) 838-4061

MELTON FAMILY LLC

20 BALFOUR DRIVE  
 WEST HARTFORD CT .06117

Affiliated with  
 Madoff Securities International Limited  
 12 Berkeley Street  
 Mayfair, London W1J 8DT  
 Tel 020 7433 6222

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 3

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 12/31/04

YOUR TAX PAPER IDENTIFICATION NUMBER  
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YOUR ACCOUNT NUMBER  
 1-ZAB94-3-0

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED ON SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
12/10	825,000		42952	U S TREASURY BILL DUE 02/03/2005	99.684	822,393.00	
12/10	825,000		47230	U S TREASURY BILL DUE 2/10/2005	99.640	822,030.00	
12/10	28,247		51510	FIDELITY SPARTAN U S TREASURY MONEY MARKET 3M COMPANY	1	28,247.00	
12/13				DIV COCA COLA CO	DIV		100.44
12/15				DIV HOME DEPOT INC	DIV		224.75
12/16				DIV AMERICAN INTL GROUP INC	DIV		71.15
12/17				DIV BANK OF AMERICA	DIV		72.08
12/22				DIV U S TREASURY BILL DUE 02/03/2005	DIV		683.55
12/31	850,000	79433		99.844		848,674.00	
12/31	825,000	83660		2/03/2005 U S TREASURY BILL DUE 2/10/2005	99.801	823,358.25	
12/31				FIDELITY SPARTAN U S TREASURY MONEY MARKET DIV 12/31/04	DIV		31.45
				CONTINUED ON PAGE			4

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Tel 020 7493 6222

885 Third Avenue  
New York, NY 10022  
(212) 230-2424  
800 334-1343  
Fax (212) 838-4061

**BERNARD L. MADOFF**  
INVESTMENT SECURITIES LLC  
NEW YORK, NY

MELTON FAMILY 115

20 BALFOUR DRIVE  
WEST HARTFORD CT 06117

20 BALFOUR DRIVE WEST HARTFORD CT 06117							YOUR TAX PAYER IDENTIFICATION NUMBER <u>1-7A894-3-0</u>	YOUR ACCOUNT NUMBER <u>Redacted 1416</u>	AMOUNT CREDITED TO YOUR ACCOUNT
DATE	BOUGHT RECEIVED OR LONG	DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT		
12/31	31,381		73	TRANS TO 40 ACCT FIDELITY SPARTAN U S TREASURY MONEY MARKET	JRNL	12,194.00			
12/31			33,309	FIDELITY SPARTAN U S TREASURY MONEY MARKET	1	31,331.00	33,309.00		
12/31	850,000		74519	U S TREASURY MONEY MARKET					
12/31			91126	U S TREASURY BILL DUE 04/07/2005	99.395	844,866.00			
12/31	850,000		95557	U S TREASURY BILL DUE 4/14/2005	4/07/2005 99.335	844,356.00			
				6/14/2005					
				NEW BALANCE					
				SECURITY POSITIONS	MKT PRICE				
				FIDELITY SPARTAN	1				
				U S TREASURY MONEY MARKET					
				U S TREASURY BILL DUE 04/07/2005	99.396				
				U S TREASURY BILL DUE 4/14/2005	4/07/2005 99.336				
				6/14/2005					
				MARKET VALUE OF SECURITIES					
				LONG					
				SHORT					
				1,720,603.00					

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385 Third Avenue  
New York, NY 10022  
(212) 230-2424  
800 334-1343  
Fax (212) 838-4061

**BERNARD L. MADOFF**  
INVESTMENT SECURITIES LLC  
New York  London  
  
MELTON FAMILY LLC  
  
MADF

20 BALFOUR DRIVE  
WEST HARTFORD CT 06117

DATE	BOUGHT RECEIVED OR LONG	DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
<b>YEAR-TO-DATE SUMMARY</b>							
				DIVIDENDS GROSS PROCEEDS FROM SALES			
						26,894.24	17,700,300.05

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(212) 230-2424  
800 334-1343  
Fax (212) 838-4061

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INVESTMENT SECURITIES LLC  
New York  London  
MADF

MELTON FAMILY LLC

20 BALFOUR DRIVE  
WEST HARTFORD CT 06117

Affiliated with  
Madoff Securities International Limited  
12 Berkeley Street  
Mayfair, London W1J 8DT  
Tel 020 7493 6222

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PERIOD ENDING  
12/31/04

YOUR ACCOUNT NUMBER  
1-7A894-4-0  
YOUR TAX PAYER IDENTIFICATION NUMBER  
Redacted 1416

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
12/08	31		74846	BALANCE FORWARD		16,937.00	
12/08			31	S & P 100 INDEX DECEMBER 570 CALL	1•850	5,765.00	10,509.00
12/31			79120	S & P 100 INDEX DECEMBER 560 PUT TRANS FROM 30 ACCT	3•400 JRN.L		12,194.00
				NEW BALANCE			

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 12 Berkeley Street  
 Mayfair, London W1J 8DT  
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**BERNARD L. MADOFF**  
 INVESTMENT SECURITIES LLC  
 New York  London  
 MADF

885 Third Avenue  
 New York, NY 10022  
 (212) 230-2424  
 800 334-1343  
 Fax (212) 838-4061

MELTON FAMILY LLC

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 12/31/05

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 Redacted 1416

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
12/16			1,155	2909 VERTIZON COMMUNICATIONS	30•800		35,574•00
12/16			957	3060 CHEVRON CORP	59•840		57,266•88
12/16			693	7166 WELLS FARGO & CO NEW	63•400		43,936•20
12/16			990	7317 DELL INC	33•070		32,739•30
12/16			1,056	11423 WAL-MART STORES INC	49•470		52,240•32
12/16			4,389	11575 GENERAL ELECTRIC CO	35•450		155,590•05
12/16			2,673	15680 EXXON MOBIL CORP	59•600		159,310•80
12/16			891	15833 HOME DEPOT INC	42•160		37•564•56
12/16			1,188	20090 HEWLETT PACKARD CO	29•320		34,832•16
12/16			660	24347 INTERNATIONAL BUSINESS MACHS	84•470		55,750•20
12/16			2,541	28604 INTEL CORP	26•740		67,946•34
12/16			1,254	32861 JOHNSON & JOHNSON	60•330		75,653•82
12/16			1,452	37118 J.P. MORGAN CHASE & CO	39•500		57,354•00
12/16			858	41375 COCA COLA CO	41•080		35,246•64
12/16			495	45632 MEDTRONIC INC	56•380		27•908•10
12/16			396	48230 MERRILL LYNCH & CO INC	68•690		27•201•24
12/16			858	52240 ALTRIA GROUP INC	74•090		63•569•22
12/16			924	56437 MERCK & CO	29•030		26•823•72
12/16			3,828	60683 MICROSOFT CORP	27•310		104,542•68
12/16			462	64636 MORGAN STANLEY	57•440		26,537•28
12/16			660	69041 ABBOTT LABORATORIES	39•520		26•083•20
12/16			1,089	73298 AMERICAN INTL GROUP INC	66•170		72,059•13
12/16			693	77364 PEPSICO INC	59•110		40,963•23
12/16			528	77555 AMGEN INC	77•530		40,935•84
12/16			3,102	81621 PFIZER INC	22•140		68,678•28

CONTINUED ON PAGE 3

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 New York, NY 10022  
 (212) 230-2424  
 800 334-1343  
 Fax (212) 838-4061

**BERNARD L. MADOFF**  
 INVESTMENT SECURITIES LLC  
 New York  London

MELTON FAMILY LLC

20 BALFOUR DRIVE  
 WEST HARTFORD CT 06117

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
12/1/16		528	81808	AMERICAN EXPRESS COMPANY	51		26,928.00
12/1/16		1,452	85878	PROCTER & GAMBLE CO	58.530		84,985.56
12/1/16		1,683	86065	BANK OF AMERICA	46.580		78,394.14
12/1/16		1,221	90135	SPRINT NEXTEL CORP	25.170		30,732.57
12/1/16		2,145	90322	CITI GROUP INC	49.590		106,370.55
12/1/16		1,386	94389	AT&T INC	24.920		34,636.14
12/1/16		924	94550	COMCAST CORP	26.560		24,633.84
				CL A			
12/1/16		1,947	98646	TIME WARNER INC	17.850		34,753.95
12/1/16		2,673	98802	CISCO SYSTEMS INC	17.510		46,804.23
12/1/16				FIDELITY SPARTAN	DIV		33.11
				U S TREASURY MONEY MARKET			
				DIV 12/16/05	DIV		
12/1/16				AMERICAN INTL GROUP INC			163.35
				DIV 12/02/05 12/16/05			
12/1/16		21,675	49165	FIDELITY SPARTAN	1		21,675.00
12/1/16				U S TREASURY MONEY MARKET			
12/1/16				U S TREASURY BILL			
				DUE 4/06/2006			
12/1/16		950,000	53508	U S TREASURY BILL	98.794		938,543.00
12/1/16				DUE 4/13/2006			
12/1/16		950,000	57765	U S TREASURY BILL	98.705		937,697.50
12/1/16				DUE 4/13/2006			
				FIDELITY SPARTAN			
				U S TREASURY MONEY MARKET			
				CONTINUED ON PAGE	4		

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New York, NY 10022  
(212) 230-2424  
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YOUR TAX EXEMPT IDENTIFICATION NUMBER 1-ZA894-3-0						
YOUR ACCOUNT NUMBER 1234567890		AMOUNT DEBITED TO YOUR ACCOUNT		AMOUNT CREDITED TO YOUR ACCOUNT		
DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	
12/22				FIDELITY SPARTAN U S TREASURY MONEY MARKET DIV 12/22/05	1	13,896.00
12/22	13,878	69150		FIDELITY SPARTAN U S TREASURY MONEY MARKET DIV 12/22/05	1	13,878.00
12/22	13,886	73844		FIDELITY SPARTAN U S TREASURY MONEY MARKET BANK OF AMERICA DIV 12/02/05 12/23/05	1	841.50
12/23				FIDELITY SPARTAN U S TREASURY MONEY MARKET DIV 12/30/05	1	10.68
12/30				SPRINT NEXTEL CORP DIV 12/09/05 12/30/05 TRANS TO 40 ACCT U S TREASURY BILL DUE 5/18/2006	1	30.53
12/30	950,000	1771		5/18/2006 FIDELITY SPARTAN U S TREASURY MONEY MARKET DIV 12/09/05 12/30/05 TRANS TO 40 ACCT U S TREASURY BILL DUE 5/18/2006	1	45,323.00 934,847.50
12/30	26,540	6767		5/18/2006 FIDELITY SPARTAN U S TREASURY MONEY MARKET DIV 12/09/05 12/30/05 TRANS TO 40 ACCT U S TREASURY BILL DUE 5/18/2006	1	26,540.00
12/30	13,886	78762		5/18/2006 FIDELITY SPARTAN U S TREASURY MONEY MARKET DIV 12/09/05 12/30/05 TRANS TO 40 ACCT U S TREASURY BILL DUE 5/18/2006	1	13,886.00
12/30	950,000	86328		5/18/2006 FIDELITY SPARTAN U S TREASURY MONEY MARKET DIV 12/09/05 12/30/05 TRANS TO 40 ACCT U S TREASURY BILL DUE 5/18/2006	1	939,635.50
				CONTINUED ON PAGE		5

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Tel 020 7493 6222

3885 Third Avenue  
New York, NY 10022  
(212) 230-2424  
800 334-1343  
Fax (212) 838-4061

**BERNARD L. MADOFF**  
INVESTMENT SECURITIES LLC  
New York, N.Y.

MEITON FANTASY LLC

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DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION
12/30		950,000	90765	U S TREASURY BILL DUE 4/13/2006
12/30		950,000	97334	U S TREASURY BILL DUE 5/11/2006

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DATE	BOUGHT RECEIVED ON LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
12/30		950,000	90765	U S TREASURY BILL DUE 4/13/2006	98•824		938,828•00
12/30		950,000	97334	U S TREASURY BILL DUE 5/11/2006	98•489	935,645•50	
				5/11/2006			•64
				NEW BALANCE			
				SECURITY POSITIONS			
				FIDELITY SPARTAN			
				U S TREASURY MONEY MARKET			
				U S TREASURY BILL			
				DUE 5/11/2006			
				5/11/2006			
				U S TREASURY BILL			
				DUE 5/18/2006			
				5/18/2006			
				MARKET VALUE OF SECURITIES			
				SHORT			
				1,897,033•00			
				LDNG			

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New York, NY 10022  
(212) 230-2424  
800 334-1343  
Fax (212) 838-4061

**BERNARD L. MADOFF**  
INVESTMENT SECURITIES LLC  
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**MELTON FAMILY LLC**

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DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TAN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
				YEAR-TO-DATE SUMMARY DIVIDENDS GROSS PROCEEDS FROM SALES		19,775.44 17,476,967.54	

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INVESTMENT SECURITIES LLC.  
New York  London  
  
**MADF**

MELTON FAMILY LLC

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WEST HARTFORD CT 06117

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1-7A894-4-0 Redacted 1416

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
12/14	33		68850	BALANCE FORWARD		19,187.00	
12/14			73107	S & P 100 INDEX DECEMBER 570 CALL S & P 100 INDEX DECEMBER 565 PUT TRANS FROM 30 ACCT	8.200 *300 JRNL	27,093.00	957.00
12/30				NEW BALANCE			45,323.00

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 New York  London  
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 BERNARD L. MADOFF  
 INVESTMENT SECURITIES LLC  
 New York  London

Affiliated with  
 Madoff Securities International Limited  
 12 Berkeley Street  
 Mayfair, London W1J 8DT  
 Tel 020 7493 6222

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DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TAN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
12/01				BALANCE FORWARD		65,696.75	
12/01				INTEL CORP DIV 11/07/06 12/01/06	DIV		205.90
12/01				WELLS FARGO & CO NEW DIV 11/03/06 12/01/06	DIV		332.92
12/05				PFIZER INC DIV 11/10/06 12/05/06	DIV		626.40
12/11				CHEVRON CORP DIV 11/17/06 12/11/06	DIV		407.16
12/11				EXXON MOBIL CORP DIV 11/13/06 12/11/06	DIV		677.44
12/11				INTERNATIONAL BUSINESS MACHS DIV 11/10/06 12/09/06	DIV		165.30
12/11				UNITED TECHNOLOGIES CORP DIV 11/17/06 12/10/06	DIV		92.22
12/12				JOHNSON & JOHNSON DIV 11/28/06 12/12/06	DIV		391.50
12/14				HOME DEPOT INC DIV 11/30/06 12/14/06	DIV		163.13
12/14				MICROSOFT CORP DIV 11/16/06 12/14/06	DIV		307.40
12/15				AMERICAN INTL GROUP INC DIV 12/01/06 12/15/06	DIV		153.12
12/15				COCA COLA CO DIV 12/01/06 12/15/06	DIV		224.75

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885 Third Avenue  
 New York, NY 10022  
 (212) 230-2424  
 800 334-1343  
 Fax (212) 838-4061

**BERNARD L. MADOFF**  
 INVESTMENT SECURITIES LLC  
 New York  London  
 MADF

MELTON FAMILY LLC

20 BALFOUR DRIVE  
 WEST HARTFORD CT 06117

Affiliated with  
 Madoff Securities International Limited  
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 2

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DATE	BOUGHT RECEIVED ON LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
12/15				TIME WARNER INC DIV 11/30/06 12/15/06 MACHOVIA CORP NEW DIV 11/30/06 12/15/06	DIV		79•75
12/15				PROCTER & GAMBLE CO CITI GROUP INC SCHLUMBERGER LTD COMCAST CORP			389•76
12/21	1,131	1405					72•474•72
12/21	1,769	3655					96•482•02
12/21	406	5655					27•186•00
12/21	725	7905					31•247•50
12/21	1,392	9905		AT&T INC CISCO SYSTEMS INC TIME WARNER INC	35•B10		49•792•52
12/21	2,204	12155		CHEVRON CORP	27•730		61•028•92
12/21	1,450	14155		UNITED PARCEL SVC INC	21•710		31•421•50
12/21	783	16405		CLASS B	75•110		58•780•13
12/21	377	18405		GENERAL ELECTRIC CO	76•630		28•874•51
12/21	3,683	20655		UNITED TECHNOLOGIES CORP	37•630		138•444•29
12/21	348	22597		GOLDMAN SACHS GROUP INC	62•410		21•705•68
12/21	145	24905		MACHOVIA CORP NEW	201•700		29•241•50
12/21	696	26837		HOME DEPOT INC	57•430		39•944•28
12/21	725	29155		WELLS FARGO & CO NEW	40•080		29•029•00
12/21	1,189	31087		HEWLETT PACKARD CO	35•750		42•459•75
12/21	986	33405		WAL-MART STORES INC	40•020		39•420•72
12/21	870	35337		INTERNATIONAL BUSINESS MACHS	46•640		40•542•80
12/21	551	37655		EXXON MOBIL CORP	95•800		52•763•80
12/21	2,117	39587			76•800		162•501•60

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 800 334-1343  
 Fax (212) 838-4061

Affiliated with  
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 12 Berkeley Street  
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 Tel 020 7438 6222

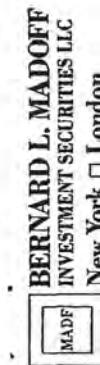
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 3

12/31/06  
 YOUR ACCOUNT NUMBER  
 1-ZA894-3-0  
 YOUR TAX PAID IDENTIFICATION NUMBER  
 \*\*\*\* \* \* \* 1416

DATE	BOUGHT RECEIVED ON LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
12/21	2,059	41905	INTEL CORP	21.100		43,1362.90	
12/21	1,044	46155	JOHNSON & JOHNSON	66.780		69,677.32	
12/21	1,218	50404	J.P. MORGAN CHASE & CO	48.410		58,915.38	
12/21		54654	COCA COLA CO	48.990		35,488.75	
12/21		725	MERRILL LYNCH & CO INC	91.960		29,323.24	
12/21		319	ALTRIA GROUP INC	85.910		64,746.14	
12/21		754	MERCK & CO	44		34,421.00	
12/21		783	MORGAN STANLEY	80.620		30,1378.74	
12/21		377	MICROSOFT CORP	30.110		92,436.14	
12/21		3,074	ABBOTT LABORATORIES	48.170		26,519.67	
12/21		551	AMERICAN INTL GROUP INC	72.790		67,512.12	
12/21		928	ORACLE CORPORATION	18.050		26,114.50	
12/21		1,450	AMGEN INC	70.630		28,659.78	
12/21		406	PEPSICO INC	63.210		36,638.80	
12/21		580	92904	62.270		27,070.45	
12/21		435	AMERICAN EXPRESS COMPANY	25.870		67,416.70	
12/21		2,610	PFIZER INC	53.690		87,128.56	
12/21		1,624	BANK OF AMERICA	99.063	1,832,665.50		
12/21	1,850,000	43975	U.S. TREASURY BILL DUE 3/01/2007	1	21,662.00		
12/21	21,662						
12/21		48216	FIDELITY SPARTAN				
			U.S. TREASURY MONEY MARKET				
			BANK OF AMERICA				
			DIV 12/01/06 12/22/06				
			FIDELITY SPARTAN				
			U.S. TREASURY MONEY MARKET				
			DIV 12/29/06				
			CONTINUED ON PAGE 4				

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20 BALFOUR DRIVE  
WEST HARTFORD CT 06117

Affiliated with  
Madoff Securities International Limited  
12 Berkeley Street  
Mayfair, London W1J 8DT  
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1-7A894-3-0  
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DATE	BOUGHT RECEIVED ON LONG	SOLD DELIVERED OR SHORT	TRAN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
12/29	975,000		4189	TRANS FROM 40 ACCT U S TREASURY BILL DUE 4/5/2007	98.682	962,149.50	40,873.00
12/29	9,258		8886	FIDELITY SPARTAN U S TREASURY MONEY MARKET	1	9,258.00	
12/29	45,124	85550		FIDELITY SPARTAN U S TREASURY MONEY MARKET	1		45,124.00
12/29	1,900,000	90832		U S TREASURY BILL DUE 3/01/2007	99.166		1,884,154.00
12/29	975,000		99717	U S TREASURY BILL DUE 3/29/2007	98.780	963,105.00	
				3/29/2007		•90	
				NEW BALANCE			
				SECURITY POSITIONS	MKT PRICE		
				FIDELITY SPARTAN U S TREASURY MONEY MARKET	1		
				U S TREASURY BILL DUE 3/29/2007	98.780		
				U S TREASURY BILL DUE 4/5/2007	98.682		
				4/5/2007			
				MARKET VALUE OF SECURITIES			
				LONG			
				SHORT			
						1,934,512.50	

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(212) 230-2424  
800 334-1343  
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INVESTMENT SECURITIES LLC  
New York  London

MELTON FAMILY LLC

20 BALFOUR DRIVE  
WEST HARTFORD CT 06117

Affiliated with  
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12 Berkeley Street  
Mayfair, London W1 8DT  
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DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
				YEAR-TO-DATE SUMMARY		
				DIVIDENDS	35,168.79	
				GROSS PROCEEDS FROM SALES	17,631,728.17	

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 INVESTMENT SECURITIES LLC  
 New York  London  
  
 MADF

MELTON FAMILY LLC

20 BALFOUR DRIVE  
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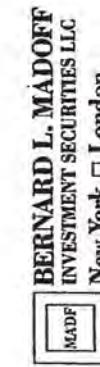
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 1-ZA894-4-0

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TAN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
12/18		29	64718	BALANCE FORWARD		65,697.00	
12/18	29		69156	S & P 100 INDEX JANUARY 660 CALL	6.600		19,111.00
12/18	29		73594	S & P 100 INDEX DECEMBER 655 CALL	2.700		7,859.00
12/18		29	78032	S & P 100 INDEX JANUARY 650 PUT	5		14,529.00
12/21	29		80154	S & P 100 INDEX DECEMBER 645 PUT	*300		841.00
12/21		29	84404	S & P 100 INDEX JANUARY 650 PUT	10.500		30,479.00
12/21				TRANS TO 30 ACCT	2.800		8,091.00
12/29				NEW BALANCE	JRNLL	40,873.00	

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DATE	BOUGHT RECEIVED ON LONG	SOLD DELIVERED ON SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
12/10				BALANCE FORWARD		24,328.66	
12/10				CHEVRON CORP	DIV	487.20	
				DIV 11/16/07 12/10/07	DIV	124.80	
				UNITED TECHNOLOGIES CORP	DIV	460.65	
				DIV 11/16/07 12/10/07	DIV	343.20	
				JOHNSON & JOHNSON	DIV	255.00	
				DIV 11/27/07 12/11/07	DIV	460.80	
				MICROSOFT CORP	DIV	60,720.60	
				DIV 11/15/07 12/13/07	DIV	55,302.00	
				COCA COLA CO	DIV	87,912.00	
				DIV 12/01/07 12/15/07	DIV	26,181.00	
				WACHOVIA CORP NEW	DIV	43,790.60	
				DIV 11/30/07 12/17/07	DIV	71,752.00	
				PFIZER INC	23.040	95,659.80	
				AMERICAN INTL GROUP INC	55.900	58,051.00	
				PROCTER & GAMBLE CO	73.300	28,162.50	
				BOEING CO	87.310	52,441.40	
				SCHLUMBERGER LTD	91.270		
				BANK OF AMERICA	42		
				AT&T INC	40.920		
				CITI GROUP INC	31.250		
				UNITED PARCEL SVC INC	72.250		
				CLASS B CONOCOPHILIPS	83.280		
				CONTINUED ON PAGE	2		

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MWPTAP00450636

**BERNARD L. MADOFF**  
 INVESTMENT SECURITIES LLC  
 New York  London  
 20 BALFOUR DRIVE CT 06117  
 WEST HARTFORD  
 MELTON FAMILY LLC

Affiliated with  
 Madoff Securities International Limited  
 12 Berkeley Street  
 Mayfair, London W1J 8DT  
 Tel 020 7493 6222

12/21 20 BALFOUR DRIVE  
 12/21 CT 06117  
 12/21 WEST HARTFORD  
 12/21 MELTON FAMILY LLC

YOUR ACCOUNT NUMBER  
 12/31/07  
 1-ZAB94-3-0

YOUR TAX PAYEE IDENTIFICATION NUMBER  
 \*\*\*\*\*#1416

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DATE	BOUGHT RECEIVED OR LONG	DELIVERED OR SHORT	TRIN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
12/21		390	24160	UNITED TECHNOLOGIES CORP	75.830		29,558.70
12/21		2,310	25562	CISCO SYSTEMS INC	27.800		64,126.00
12/21		1,110	28441	VERIZON COMMUNICATIONS	43.450		48,185.20
12/21		840	29855	CHEVRON CORP	90.600		76,071.00
12/21		720	32723	MACHOVIA CORP NEW	39.740		28,584.80
12/21		3,930	34148	GENERAL ELECTRIC CO	36.490		143,248.70
12/21		1,260	37016	WELLS FARGO & CO NEW	30.060		37,825.60
12/21		90	38441	GOOGLE	6.0400		60,333.00
12/21		930	41309	WAL-MART STORES INC	48.220		44,807.60
12/21		150	42734	GOLDMAN SACHS GROUP INC	209.200		31,374.00
12/21		2,130	45602	EXXON MOBIL CORP	89.900		191,402.00
12/21		990	47027	HEWLETT PACKARD CO	51.250		50,698.50
12/21		510	51320	INTERNATIONAL BUSINESS MACHS	104.540		53,295.40
12/21		2,220	55613	INTEL CORP	25.900		-
12/21		1,110	59906	JOHNSON & JOHNSON	67.600		74,992.00
12/21		1,290	64198	J.P. MORGAN CHASE & CO	44.570		57,444.30
12/21		750	68491	COCA COLA CO	62.580		46,905.00
12/21		810	72784	ALTRIA GROUP INC	76.070		61,584.70
12/21		840	77077	MERCK & CO	59.930		50,308.20
12/21		3,120	81370	MICROSOFT CORP	34.460		107,391.20
12/21		1,500	94228	ORACLE CORPORATION	21.040		31,500.00
12/21		330	95571	APPLE INC	186		61,367.00
12/21		630	98519	PEPSICO INC	77.530		48,818.90
12/21		600	99864	ABBOTT LABORATORIES	57.100		34,236.00
12/21		2,075,000	51000	U S TREASURY BILL DUE 4/10/2008	99.124		2,056,823.00
				CONTINUED ON PAGE	3		
				4/10/2008			

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MWPTAP00450637

885 Third Avenue  
 New York, NY 10022  
 (212) 230-2424  
 800 334-1343  
 Fax (212) 838-4061

**BERNARD L. MADOFF**  
 INVESTMENT SECURITIES LLC  
 New York  London

MELTON FAMILY LLC

20 BALFOUR DRIVE  
 WEST HARTFORD CT 06117

Affiliated with  
 Madoff Securities International Limited  
 12 Berkeley Street  
 Mayfair, London W1J 8DT  
 Tel 02076793 8222

12/31/07  
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YOUR ACCOUNT NUMBER  
 1-ZAB94-3-0  
 YOUR TAX PAYER IDENTIFICATION NUMBER  
 \*\*\*\*-\*#1416

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRAN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
12/21				AMERICAN INTL GROUP INC	DIV		198.00
12/21	9,158		55284	DIV 12/07/07 12/21/07 FIDELITY SPARTAN U.S. TREASURY MONEY MARKET	1	9,158.00	
12/28				BANK OF AMERICA	DIV		1,094.40
12/31				DIV 12/07/07 12/28/07 FIDELITY SPARTAN U.S. TREASURY MONEY MARKET	DIV		227.09
12/31	60,213		60645	DIV 12/31/07 TRANS TO 40 ACCT FIDELITY SPARTAN U.S. TREASURY MONEY MARKET	JRNL	29,788.00	60,213.00
12/31	2,075,000		67266	U.S. TREASURY BILL DUE 4/10/2008	1	99.133	2,057,009.75
12/31	2,125,000		74807	U.S. TREASURY BILL DUE 04/03/2008	1	99.149	2,106,916.25
12/31	13,958		79431	FIDELITY SPARTAN U.S. TREASURY MONEY MARKET	1	13,958.00	
				NEW BALANCE			*30
				SECURITY POSITIONS			
				FIDELITY SPARTAN	MKT. PRICE		
				U.S. TREASURY MONEY MARKET	1		
				CONTINUED ON PAGE	4		

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New York, NY 10022  
(212) 230-2424  
800 334-1343  
Fax (212) 838-4061

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Affiliated with  
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12 Berkeley Street  
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DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
	2,125,000			U S TREASURY BILL DUE 04/03/2008 4/03/2008 MARKET VALUE OF SECURITIES LONG SHORT 2,120,874.25	99.149		

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**MELTON FAMILY LLC**  
MADF  
20 BALFOUR DRIVE  
WEST HARTFORD CT 06117

Affiliated with  
Madoff Securities International Limited  
12 Berkeley Street  
Mayfair, London W1 8DT  
Tel (020) 7493 6222

DATE	BOUGHT RECEIVED OR LEND	SELL DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
<b>YEAR-TO-DATE SUMMARY</b>							
DIVIDENDS							
GROSS PROCEEDS FROM SALES							
1/2 - div = 57,655 + T bill							
21,722.92 20,249,925.80							

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 Madoff Securities International Limited  
 12 Berkeley Street  
 Mayfair, London W1 8DT  
 Tel 020 7498 6222

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 New York, NY 10022  
 (212) 230-2424  
 800 334-1343  
 Fax (212) 838-4061

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 New York □ London

**MELTON FAMILY LLC**

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DATE	BOUGHT RECEIVED ON LONG	SELL DELIVERED ON SHORT	TRIN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
12/21	30			BALANCE FORWARD		24,328.00	
				85663 S & P 100 INDEX	5.900	17,730.00	
				DECEMBER 685 CALL			12,270.00
				89956 S & P 100 INDEX	4.100		
				DECEMBER 675 PUT			
				TRANS FROM 30 ACCT	JRNL		29,788.00
				NEW BALANCE			

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 New York  London  
 MADE

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 (212) 230-2424  
 800 334-1343  
 Fax (212) 838-4061

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11/12	2,016			BALANCE FORWARD		1,394,436.95	
11/12	1,440			WELLS FARGO & CO NEW		60,156.80	
11/12	1,248			HEWLETT PACKARD CO		50,313.00	
11/12	816			WAL-MART STORES INC		69,724.84	
11/12	3,024			INTERNATIONAL BUSINESS MACHS		71,244.32	
11/12	3,7312			EXXON MOBIL CORP		220,509.12	
11/12	1,584			INTEL CORP		48,189.12	
11/12	2,160			JOHNSON & JOHNSON		94,437.72	
11/12	1,152			J-P MORGAN CHASE & CO		83,310.80	
11/12	672			COCA COLA CO		51,494.32	
11/12	1,248			MCDONALDS CORP		37,234.64	
11/12	4,560			MERCK & CO		35,679.40	
11/12	2,304			MICROSOFT CORP		99,635.60	
11/12	912			ORACLE CORPORATION		39,951.20	
11/12	528			PEPSICO INC		51,481.92	
11/12	3,888			APPLE INC		53,232.84	
11/12	912			PFIZER INC		66,017.72	
11/12	1,728			ABBOTT LABORATORIES		49,846.32	
11/12	624			PROCTER & GAMBLE CO		110,799.24	
11/12	1,200			AMGEN INC		36,939.84	
11/12	2,880			PHILLIP MORRIS INTERNATIONAL		52,368.00	
11/12	960			BANK OF AMERICA		62,294.20	
11/12	3,120			QUALCOMM INC		32,457.20	
11/12				CITI GROUP INC		39,155.20	
				CONTINUED ON PAGE		2	

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 New York  London  
 MADF

885 Third Avenue  
 New York, NY 10022  
 (212) 230-2424  
 800 334-1343  
 Fax (212) 838-4061

MELTON FAMILY LLC

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11/12	720	720	75289	SCHLUMBERGER LTD	49•480	35,653•60	
11/12	1,728	1,728	75791	COMCAST CORP CL A	16•510	28,598•28	
11/12	3,408	3,408	79615	AT&T INC	27	92,152•00	
11/12	864	864	80117	CONOCOPHILIPS	52•510	45,402•64	
11/12	576	576	83941	UNITED PARCEL SVC INC CLASS B	52•040	29,998•04	
11/12	3,504	3,504	84443	CISCO SYSTEMS INC	16•730	58,761•92	
11/12	1,008	1,008	88267	U S BANCORP	29•530	29,806•24	
11/12	1,200	1,200	88769	CHEVRON CORP	73•430	88,164•00	
11/12	576	576	92593	UNITED TECHNOLOGIES CORP	53•160	30,643•16	
11/12	6,096	6,096	93095	GENERAL ELECTRIC CO	19•630	119,907•48	
11/12	1,632	1,632	96919	VERIZON COMMUNICATIONS	30•410	49,694•12	
11/12	144	144	97421	GOOGLE	337•400	48,590•60	
11/12	2,225,000	2,225,000	23852	U S TREASURY BILL DUE 2/12/2009	99•936	2,223,576•00	
11/12				2/12/2009	DIV		
11/12				FIDELITY SPARTAN	1•06		
11/12				U S TREASURY MONEY MARKET			
11/12				DIV 11/12/08			
11/12				FIDELITY SPARTAN		2,842•00	
11/12				U S TREASURY MONEY MARKET			
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 Fax (212) 838-4061

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11/19		42,883	53850	FIDELITY SPARTAN U S TREASURY MONEY MARKET U S TREASURY BILL DUE 03/26/2009	1 99.926	174,870.50	42,883.00
11/19	175,000		58304	FIDELITY SPARTAN U S TREASURY MONEY MARKET 3/26/2009	1	11,826.00	
11/19	11,826		62886	NEW BALANCE		273,548.57	
				SECURITY POSITIONS	MKT PRICE		
				AT&T INC	28.560		
				ABBOTT LABORATORIES	52.390		
				AMGEN INC	55.540		
				APPLE INC	92.670		
				BANK OF AMERICA	16.250		
				CHEVRON CORP	79.010		
				CISCO SYSTEMS INC	16.540		
				CITI GROUP INC	8.290		
				COCA COLA CO	46.870		
				COMCAST CORP	17.340		
				CL A			
				CONOCOPHILIPS	52.520		
				EXXON MOBIL CORP	80.150		
				GENERAL ELECTRIC CO	17.170		
				CONTINUED ON PAGE	4		

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YOUR TAX PAYER IDENTIFICATION NUMBER  
 \*\*\*\*\*1416

DATE	BOUGHT RECEIVED ON LONG	SOLD DELIVERED ON SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
	144			GOOGLE	292.960		
	1,440			HEWLETT PACKARD CO	35.280		
	3,312			INTEL CORP	13.800		
	816			INTERNATIONAL BUSINESS MACHS	81.600		
	2,160			J.P. MORGAN CHASE & CO	31.660		
	1,584			JOHNSON & JOHNSON	58.580		
	672			MCDONALDS CORP	58.750		
	1,248			MERCK & CO	26.720		
	4,560			MICROSOFT CORP	20.220		
	2,304			ORACLE CORPORATION	16.090		
	912			PEPSICO INC	56.700		
	3,888			PFIZER INC	16.430		
	1,200			PHILLIP MORRIS INTERNATIONAL	42.160		
	1,728			PROCTER & GAMBLE CO	64.350		
	960			QUALCOMM INC	33.570		
	720			SCHLUMBERGER LTD	50.740		
	11,826			FIDELITY SPARTAN	1		
	1,008			U S TREASURY MONEY MARKET	26.980		
	576			U S BANCORP	57.600		
	175,000			UNITED PARCEL SVC INC	99.971		
				CLASS B			
				U S TREASURY BILL			
				DUE 03/26/2009			
				3/26/2009			
				UNITED TECHNOLOGIES CORP	48.530		
				CONTINUED ON PAGE	5		

PLEASE RETAIN THIS STATEMENT FOR INCOME TAX PURPOSES

885 Third Avenue  
New York, NY 10022  
(212) 230-2424  
800 334-1343  
Fax (212) 838-4061

BERNARD L. MADOFF  
INVESTMENT SECURITIES LLC  
New York □ London

MELTON FAMILY LLC

Affiliated with  
Mudoff Securities International Limited  
12 Berkeley Street  
Mayfair, London W1J 8DT  
Tel 020 7483 6222

PERIOD ENDED  
11/30/08  
PAGE  
5

20 BALFOUR DRIVE  
WEST HARTFORD CT 06117

YOUR ACCOUNT NUMBER  
1-ZA894-3-0  
YOUR TAX PAYER IDENTIFICATION NUMBER  
\*\*\*\*\*1416

DATE	BOUGHT RECEIVED ON LONG	SOLD DELIVERED ON SHORT	TRAN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
	1,632 1,248 2,016			VERIZON COMMUNICATIONS WAL-MART STORES INC WELLS FARGO & CO NEW	32.650 55.880 28.890		
				MARKET VALUE OF SECURITIES LONG 2,301,573.17 SHORT			



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Affiliated with  
Madoff Securities International Limited  
12 Berkeley Street  
Mayfair, London W1 8YT  
Tel 020 7493 6222

PAGE  
6

PERIOD ENDING  
11/30/08

YOUR TAX PAYEE IDENTIFICATION NUMBER  
\*\*\*\*\*#\*1416

YOUR ACCOUNT NUMBER  
1-ZA894-3-0

835 Third Avenue  
New York, NY 10022  
(212) 230-2424  
800 334-1343  
Fax (212) 838-4061

BERNARD L. MADOFF  
INVESTMENT SECURITIES LLC  
New York  London  
  
MADF

MELTON FAMILY LLC

20 BALFOUR DRIVE  
WEST HARTFORD CT 06117

DATE	BOUGHT RECEIVED ON LONG	SOLD DELIVERED ON SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
YEAR-TO-DATE SUMMARY							
DIVIDENDS							
GROSS PROCEEDS FROM SALES							
15,807.62							
13,104,812.45							

PLEASE RETAIN THIS STATEMENT FOR INCOME TAX PURPOSES

**BERNARD L. MADOFF**  
 INVESTMENT SECURITIES LLC  
 New York □ London  
 885 Third Avenue  
 New York, NY 10022  
 (212) 230-2424  
 800 334-1343  
 Fax (212) 838-4061

**MELTON FAMILY LLC**

20 BALFOUR DRIVE  
 WEST HARTFORD CT 06117

Affiliated with  
 Madoff Securities International Limited  
 12 Berkeley Street  
 Mayfair, London W1J 8DT  
 Tel 020 7433 6222  
 Fax (212) 838-4061

PAGE  
 1

PERIOD ENDING  
 11/30/08

YOUR TAX PAYMENT IDENTIFICATION NUMBER  
 1-ZA894-4-0  
 \*\*\*\*\*#1416

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
11/12			48	45007	BALANCE FORWARD		139,437.00
11/12			48	49333	S & P 100 INDEX NOVEMBER 460 CALL	15.800	75,792.00
11/19			48	35437	S & P 100 INDEX NOVEMBER 450 PUT	17.800	
11/19			48	39762	S & P 100 INDEX DECEMBER 430 CALL	26	124,752.00
11/19			48	44087	S & P 100 INDEX DECEMBER 420 PUT	30	
11/19			48	48412	S & P 100 INDEX NOVEMBER 460 CALL	3	144,048.00
11/19			48		S & P 100 INDEX NOVEMBER 450 PUT	37	14,448.00
					NEW BALANCE		177,552.00
							273,549.00
					SECURITY POSITIONS		
					S & P 100 INDEX DECEMBER 430 CALL	23.300	
					S & P 100 INDEX DECEMBER 420 PUT	16.500	
					MARKET VALUE OF SECURITIES		
					LONG	79,200.00	SHORT 111,840.00-

PLEASE RETAIN THIS STATEMENT FOR INCOME TAX PURPOSES

MWPTAP00450648

OPERATING AGREEMENT

OF

MELTON FAMILY LLC

A CONNECTICUT LIMITED LIABILITY COMPANY

## ARTICLE I

### DEFINITIONS

The following terms used in this Operating Agreement shall have the following meanings (unless otherwise expressly provided herein):

"Articles of Organization" shall mean the Articles of Organization of the Company, as filed with the Secretary of the State of Connecticut, as the same may be amended from time to time. A copy of the Articles of Organization are attached hereto as Exhibit A.

"Capital Account" as of any given date shall mean the Capital Contribution to the Company by a Member as adjusted up to the date in question pursuant to Article VII.

"Capital Contribution" shall mean any agreed contribution to the capital of the Company in cash, property or services by a Member, whenever made.

"Code" shall mean the Internal Revenue Code of 1986 or corresponding provisions of subsequent superseding federal revenue laws.

"Company" shall mean MELTON FAMILY LLC.

"Company Interest" shall mean with respect to each Member, such Member's percentage interest in the profits and losses of the Company as set forth on bit attached hereto.

"Connecticut Act" shall mean the Connecticut Limited Liability Company Act (C.G.S.A. §34-100 et seq.), as amended.

"Deficit Capital Account" shall mean, with respect to any Member, the deficit balance, if any, in such Member's Capital Account as of the end of the taxable year.

"Distributable Cash" shall mean all cash, revenues and funds received by the Company from Company operations, less the sum of the following to the extent paid or set aside by the Company: (i) all principal and interest payments on indebtedness of the Company and all other sums paid to lenders; (ii) all cash expenditures incurred incident to the normal operation of the Company's business; (iii) such Reserves as the Manager deems reasonably necessary to the proper operation of the Company's business.

"Economic Interest" shall mean an interest in the Company's Net Profits, Net Losses and distributions of the Company's assets pursuant to this Operating Agreement and the Connecticut Act, but shall not include any right to participate in the management or affairs of the Company, including the right to vote on, consent to or otherwise participate in any decision of the Members or Manager.

"Economic Interest Owner" shall mean the owner of an Economic Interest who is not a Member.

"Entity" shall mean a general partnership, a limited partnership, a limited liability company, a trust, an estate, an association, a corporation or any other legal or commercial entity.

"Fiscal Year" shall mean the Company's fiscal year, which shall be the calendar year.

"Gifting Member" shall mean any Member or Economic Interest Owner who gifts, bequeaths or otherwise transfers for no consideration (by operation of law or otherwise, except with respect to bankruptcy) all or any part of its Membership Interest or Economic Interest.

"Initial Capital Contribution" shall mean the initial contribution to the capital of the Company pursuant to this Operating Agreement as set forth on Exhibit B attached hereto.

"Initial Manager" shall mean Alan R. Melton, M.D.

"Majority Interest" shall mean one or more Interests of Members which taken together exceed 50% of the aggregate of all Company Interests.

"Manager" shall mean one or more managers designated in the manner provided in this Agreement.

"Member" shall mean each of the parties who executes a counterpart of this Operating Agreement as a Member and each person who may hereafter become a Member as permitted herein. To the extent a Manager has acquired a Membership Interest in the Company, he will have all the rights of a Member with respect to such Membership Interest, and the term "Member" as used herein shall include a Manager to the extent he has acquired such Membership Interest in the Company. If a Person is a Member immediately prior to the purchase or other acquisition by such Person of an Economic Interest, such Person shall have all the rights of a Member with respect to such purchased or otherwise acquired Membership Interest or Economic Interest, as the case may be.

"Membership Interest" shall mean a Member's entire interest in the Company including such Member's Economic Interest and the right to participate in the management of the business and affairs of the Company, including the right to vote on, consent to, or otherwise participate in any decision or action of or by the Members granted pursuant to this Operating Agreement or the Connecticut Act.

"Net Profits" and "Net Losses" shall mean the income, gain, loss, deductions and credits of the Company in the aggregate or separately stated, as appropriate, determined in accordance with the method of accounting selected by the Manager at the close of each fiscal year on the Company's information tax return filed for federal income tax purposes.

"Operating Agreement" shall mean this Operating Agreement as originally executed and as amended from time to time.

"Person" shall mean an individual or Entity, and the heirs, executors, administrators, legal representatives, successors, and assigns of such "Person" where the context so permits.

"Reserves" shall mean, with respect to any fiscal period, funds set aside or amounts allocated during such period to reserves which shall be maintained in amounts deemed sufficient by the Manager for capital expenditures, working capital and to pay taxes, insurance, debt service or other costs or expenses incident to the ownership or operation of the Company's business.

"Selling Member" shall mean any Member or Economic Interest Owner which sells, assigns, or otherwise transfers for consideration all or any portion of its Membership Interest or Economic Interest.

"Transferring Member" shall mean a Selling Member or a Gifting Member.

"Treasury Regulations" shall include proposed, temporary and final regulations promulgated under the Code its effect as of the date of filing the Articles of Organization and the corresponding sections of any regulations subsequently issued that amend or supersede such regulations.

## ARTICLE II

### FORMATION OF COMPANY

Section 2.1- Formation. The Company was formed as a limited liability company under the Connecticut Act by the filing of its Articles of Organization with the Secretary of the State of Connecticut

## ARTICLE III

### BUSINESS OF COMPANY

Section 3.1 - Permitted Businesses. The business of the Company shall be as set forth in its Articles of Organization.

## ARTICLE IV

### NAMES AND ADDRESSES OF MEMBERS

The names and residence addresses of the initial Members are as set forth on Exhibit B attached hereto and incorporated herein by reference.

ARTICLE VRIGHTS AND DUTIES OF MANAGER

Section 5.1 - Management. The business and affairs of the Company shall be managed by its Manager. The Manager shall direct, manage and control the business of the Company to the best of his ability. Except for situations in which the approval of the Members is expressly required by this Operating Agreement or by nonwaivable provisions of applicable law, the Manager shall have full and complete authority, power and discretion to manage and control the business, affairs and properties of the Company, to make all decisions regarding those matters and to perform any and all other acts or activities customary or incident to the management of the Company's business. At any time when there is more than one Manager, any one Manager may exercise all of the powers delegated to the Managers herein and may take any action permitted to be taken by the Managers, unless the approval of more than one of the Managers is expressly required pursuant to this Operating Agreement.

Section 5.2 – Number, Identity, Tenure and Qualifications. The Company shall initially have two Managers.

The Initial Manager shall be: Alan R. Melton, M.D.

The residence address of the Initial Manager is:

Redacted

Redacted

Upon the death, resignation or incapacity of the Initial Manager, the number of Managers of the Company shall be fixed from time to time by the majority vote or written consent of the Members. Each Manager shall hold office until his successor shall have been elected and qualified or such earlier time as he may resign or be removed as provided herein. Managers shall be elected by the majority vote or written consent of Members. A Manager need not be a Member.

Section 5.3 - Certain Powers of Manager. Without limiting the generality of Section 5.1, the Manager shall have power and authority on behalf of the Company:

- (a) To acquire property from any Person as the Manager may determine;
- (b) To borrow money for the Company from banks, other lending institutions, the Manager, Members, or affiliates of the Manager or Members on such terms as the Manager deems appropriate, and in connection therewith, to mortgage, hypothecate, encumber and grant security interests in the assets of the Company to secure repayment of the borrowed sums;
- (c) To purchase liability and other insurance to protect the Company's property and business;

- (d) To hold and own any Company real and/or personal properties in the name of the Company;
- (e) To invest any company funds temporarily (by way of example but not limitation) in time deposits, short-term governmental, obligations, commercial paper or other investments;
- (f) To sell or otherwise dispose of all or substantially all of the assets of the Company as part of a single transaction or plan, without the approval of the Members while the Initial Manager is serving as Manager and, upon the affirmative vote or written consent of Members holding at least two-thirds of all Company Interests, while any successor Manager is serving;
- (g) To execute on behalf of the Company all instruments and documents, including, without limitation, checks; drafts; notes and other negotiable instruments; mortgages or deeds of trust; security agreements; financing statements; documents providing for the acquisition, mortgage or disposition of the Company's property; assignments; bills of sale; leases; partnership agreements, operating agreements of other limited liability companies; and any other instruments or documents necessary or appropriate, in the opinion of the Manager, to the business of the Company;
- (h) To employ accountants, legal counsel, managing agents or other experts to perform services for the Company and to compensate them from Company funds;
- (i) To enter into any and all other agreements on behalf of the Company, with any other Person for any purpose, in such forms as the Manager may approve, and
- (j) To do and perform all other acts as may be necessary or appropriate to the conduct of the Company's business.

Unless authorized to so do by this Operating Agreement or by written authorization of the Manager, no attorney-in-fact, employee or other agent of the Company shall have any power or authority to bind the Company in any way, to pledge its credit or to render it liable for any purpose. No Member (other than a Member who is also a Manager) shall have any power or authority to bind the Company unless the Member has been authorized by the Manager to act as an agent of the Company in accordance with the previous sentence.

Section 5.4 – Manager Has No Exclusive Duty to Company. The Manager shall not be required to manage the Company as his sole and exclusive function and he may have other business interests and may engage in other activities in addition to those relating to the Company.

Section 5.5 - Bank Accounts. The Manager may from time to time open bank accounts in the name of the Company, and the Manager shall be the sole signatory thereon, unless the Manager determines otherwise.

**Section 5.6 – Company Books.** In accordance with Section 9.2 herein, the Manager shall maintain and preserve, during the term of the Company, and for five (5) years thereafter, all accounts, books, and other relevant Company documents. Upon reasonable request, each Member and Economic Interest Owner shall have the right, during ordinary business hours, to inspect and copy such Company documents at the requesting Member's and Economic Interest Owner's expense.

**Section 5.7 – Indemnification of Manager.** The Company shall indemnify the Manager and hold him harmless from and against any and all loss, cost or expense, including legal fees and expenses, arising out of any claim by any third party seeking monetary damages against such Manager arising out of such Manager's performance of his duties in good faith, in accordance with Section 34-143 of the Connecticut Act.

**Section 5.8 - Resignation.** The Manager may resign at any time by giving written notice to the Members of the Company. The resignation of the Manager shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The resignation of a Manager who is also a Member shall not, by itself, affect the Manager's rights as a Member and shall not constitute a withdrawal of a Member.

**Section 5.9 - Removal.** The Initial Manager may only be removed without the necessity for any court proceeding if at any time during the continuance of the Company, such Initial Manager shall become mentally or physically incapacitated from attending to his affairs. In order to remove the Initial Manager who is mentally or physically incapacitated from attending to his or her own affairs the following shall occur:

- (1) A certificate shall be furnished to the Members from two competent physicians of good repute in the community in which the alleged incapacitated Initial Manager, shall at that time reside, or in the nearest metropolitan area thereto, one of said physicians who shall if possible, be the attending physician of the alleged incapacitated Initial Manager, stating in the physicians opinion such Initial Manager, is mentally or physically incapacitated from attending to his or her affairs; and
- (2) A majority of the Members by an affirmative vote determine that the alleged incapable Initial Manager is incapable of attending to his or her affairs.

The Initial Manager, removed due to incapacity, upon recovery from the mental or physical incapacity (to be determined by two competent physicians) shall resume his position as Initial Manager, and any successor Manager shall resign. Any successor Managers may be removed at any time with or without cause, by the affirmative vote or written consent of Members holding a Majority Interest. The removal of a Manager who is also a Member shall not, by itself, affect the Manager's rights as a Member and shall not constitute a withdrawal of a Member.

Section 5.10 - Vacancies. Subject to Section 5.2, any vacancy occurring for any reason in the number of Managers of the Company may be filled by the affirmative vote or written consent of Members holding a Majority Interest.

Section 5.11 - Compensation of Manager. A Manager may receive reasonable compensation for his or her services, such compensation to be determined by the unanimous agreement of the Managers then serving. The Manager shall be entitled to reimbursement of all out-of-pocket expenses incurred on behalf of the Company.

## ARTICLE VI

### RIGHTS AND OBLIGATIONS OF MEMBERS

Section 6.1 - Limitation of Liability. Each Member's liability shall be limited as set forth in this Operating Agreement, the Connecticut Act and other applicable law.

Section 6.2 - List of Members. Upon written request of any Member, the Manager shall provide a list showing the names, addressees and Company Interests of all Members and Economic Interest Owners.

Section 6.3 - Approval of Sale of All Assets. While the initial Manager is serving as Manager, the Members shall not have the right to approve the sale, exchange or other disposition of all, or substantially all, of the Company's assets which is to occur as part of a single transaction or plan. When any successor Manager is serving as Manager, the Members shall have the right to approve the sale or exchange or other disposition of all or substantially all of the Company's assets which is to occur as part of a single transaction or plan, which transaction shall require the approval by written consent of Members holding at least two-thirds of all Company Interests.

Section 6.4 - Priority and Return of Capital. Except as may be expressly provided in Article VIII, no Member or Economic Interest Owner shall have priority over any other Member or Economic Interest Owner, either as to the return of Capital Contributions or as to Net Profits, Net Losses or distributions; provided, however, that this Section shall not apply to repayment of loans (as distinguished from Capital Contributions) which a Member has made to the Company.

## ARTICLE VII

### CONTRIBUTIONS TO THE COMPANY AND CAPITAL ACCOUNTS

Section 7.1 - Members' Initial Capital Contributions. Each Member shall contribute such cash, property or services as is set forth in Exhibit B hereto as its share of the Initial Capital Contribution.

Section 7.2 - Additional Contributions. Except as set forth in Section 7.1, no Member shall be required to make any Capital Contribution. The Manager may determine from time to time that additional Capital Contributions are necessary or appropriate in connection, with the conduct of the Company's business (including without limitation, expansion or diversification or to meet operating deficits). The Manager shall give written notice of such determination and the Members shall have the opportunity (but not the obligation) to participate in such additional Capital Contributions on a pro rata basis in accordance with their respective Company Interests.

In the event any Member shall fail to contribute his full, pro-rata abate of any additional Capital Contribution within thirty (30) days following notice of determination by the Manager that additional Capital Contributions are necessary or appropriate, then the Company Interests of all of the Members shall be adjusted to reflect such additional Capital Contributions as are actually made. In making such adjustments, the Manager shall assume, for purposes of calculation, that the value all property or services constituting Initial Capital Contributions was in proportion to the cash contribution made, based on the initial Company Interests of all the Members.

#### Section 7.3 - Capital Accounts.

(a) A separate Capital Account will be maintained for each Member. In general, each Member's Capital Account will be increased by (i) the amount of money contributed by such Member to the Company, (ii) the agreed fair market value of property or services contributed by such Member to the Company (net of liabilities secured by such contributed property that the Company is considered to assume or take subject to under Section 752 of the Code), and (iii) allocations to such Member of Net Profits; and decreased by (i) the amount of money distributed to such Member by the Company, (ii) the fair market value of property distributed to such Member by the Company (net of liabilities secured by such distributed property that such Member is considered to assume or take subject to under Section 752 of the Code), and (iii) allocations of Net Losses to such Member. Capital Accounts will be maintained in accordance with the requirements of 704(b) of the Code and the Treasury Regulations promulgated thereunder.

(b) In the event of a permitted sale or exchange of a Membership Interest or an Economic Interest in the Company, the Capital Account of the transferor shall become the Capital Account of the transferee to the extent it relates to the transferred Membership Interest or Economic Interest in accordance with Section 1.704-1(b)(2Xiv) of the Treasury Regulations.

(c) Upon liquidation of the Company, liquidating distributions will be made in accordance with the positive Capital Account balances of the Members and Economic Interest Owners, as determined after taking into account all Capital Account adjustments for the Company's taxable year during which the liquidation occurs. Liquidation proceeds will be paid within sixty days after the end of the taxable year (or, if later, within 120 days after the date of the liquidation). The Company may offset liability for damages for breach of this Operating Agreement by a Member or Economic Interest Owner whose interest is liquidated (either upon the withdrawal of the Member or the liquidation of the Company) against the amount otherwise distributable to such Member.

(d) Except as otherwise required in the Connecticut Act (and subject to Section 7.1 and 7.2), no Member or Economic Interest Owner shall have any liability to restore all or any portion of a deficit balance in such Member's or Economic Interest Owner's Capital Account.

## ARTICLE VII

### ALLOCATIONS, INCOME TAX AND DISTRIBUTIONS

Section 8.1 - Allocations of Profits and Losses. The Net Profits and Net Losses of the Company for each Fiscal Year will be allocated to the Members in the manner determined by the Manager to reasonably reflect the Members' respective Company Interests and in compliance with applicable tax law.

Section 8.2 - Distributions. Except as provided in Section 7.3(c), all distributions of cash or other property shall be made to the Members pro-rata in proportion to the respective Company Interests of the Members on the record date of such distribution. All distributions of Distributable Cash and property shall be made at such time as determined by the Manager. No Member shall have the right to demand and receive property other than cash, irrespective of the nature of its Capital Contribution. All amounts withheld pursuant to the Code or any provision of state or local tax law with respect to any payment or distribution to the Members from the Company shall be treated as amounts distributed to the relevant Member or Members pursuant to this Section 8.2.

Section 8.3 - Limitation on Distributions. No distribution shall be declared and paid unless, after the distribution is made, the assets of the Company are in excess of all liabilities of the Company.

Section 8.4 - Interest on and Return of Capital Contributions. No Member shall be entitled to interest on its Capital Contribution or to return of its Capital Contribution, except as otherwise specifically provided for herein.

Section 8.5 - Loans to Company. Nothing in this Operating Agreement shall prevent say Member from making secured or unsecured loans to the Company by agreement with the Company.

**EXHIBIT A****ARTICLES OF ORGANIZATION  
of  
MELTON FAMILY LLC**

The undersigned, hereby forms a limited liability company under the Connecticut Limited Liability Company Act.

**FIRST:** The name of the limited liability company (the "Company") is: MELTON FAMILY LLC.

**SECOND:** The management of the Company shall be vested in a manager or managers.

**THIRD:** The purposes to be promoted or carried out by the Company shall be to engage in any lawful act or activity for which limited liability companies may be formed under the Connecticut Limited Liability Company Act and also to provide management and preservation of assets within the Weiner family, by accomplishing the following:

- (a) Maintain control of Melton family assets;
- (b) Increase Melton family wealth;
- (c) Establish a method by which annual gifts can be made without fractionalizing assets;
- (d) Provide protection from creditors of Melton family members;
- (e) Provide resolution of any disputes which may arise among the Melton family in order to preserve family harmony and avoid expense and problems of litigation;
- (f) Facilitate the administration and reduce the cost associated with the disability or probate of the estate of Melton family members, and
- (g) Maintain, lease, and develop real estate.

**FOURTH:** The principal office of the Company shall be 20 Balfour Drive, West Hartford, Connecticut 06117.

**FIFTH:** The Agent for Service of Process for the Company shall be Daniel Blume, Esq., Blume & Associates LLC, 433 South Main Street, Suite 111, West Hartford, CT 06110.

**MELTON FAMILY LLC  
UNANIMOUS CONSENT IN LIEU OF  
MEETING OF MEMBERS**

The undersigned, being all of the Members of **MELTON FAMILY LLC** (the "Company"), hereby consent to and adopt the following resolutions pursuant to the Connecticut Limited Liability Company Act:

**RESOLVED:** That, effective January 1, 2008, **DIANE MELTON, ALAN MELTON, and MATTHEW MELTON** are hereby elected to serve as the Managers of the Company until their successors are elected.

**RESOLVED:** That the Managers of the Company are hereby authorized and directed to take any actions and to execute on behalf of the Company and its Members any documents that shall be necessitated by the business of the Company.

The actions taken by this consent shall have the same force and effect as if taken at meetings of the Members of the Company, duly called and constituted pursuant to the laws of the State of Connecticut, and the Managers of the Company are hereby directed to file the same with the minutes of the Company.

**EXHIBIT B**  
**Members**  
**of**  
**MELTON FAMILY LLC**

**Names and Residences**

Diane Melton  
**Redacted**

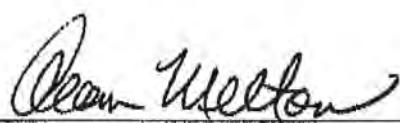
Alan Melton  
**Redacted**

David Melton  
**Redacted**

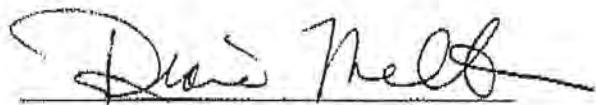
Matthew Melton  
**Redacted**

Randi Melton  
**Redacted**

**Redacted**



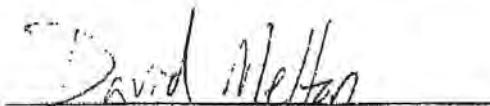
Alan Melton, Member  
Dated: December 25, 2007



Diane Melton, Member  
Dated: December 25, 2007



Randi Melton, Member  
Dated: December 25, 2007



David Melton, Member  
Dated: December 25, 2007



Matthew Melton, Member  
Dated: December 25, 2007



NEW YORK  
LOS ANGELES  
TAMPA  
DETROIT

Joshua Keller  
Direct Dial: 212-946-9318  
jkeller@milberg.com

April 27, 2009

VIA FEDERAL EXPRESS

Irving H. Picard, Esq.  
Trustee for Bernard L. Madoff  
Investment Securities LLC  
Claims Processing Center  
2100 McKinney Avenue  
Suite 800  
Dallas, TX 75201

Re: *Bernard L. Madoff Investment Securities LLC*  
Claims of The Melton Family LLC

Dear Mr. Picard:

We represent The Melton Family LLC in the above-referenced liquidation proceeding. Enclosed, please find the foregoing entity's completed and signed Customer Claim form with exhibits and supporting documents.

Should you have any questions, please contact the undersigned.

Sincerely,

A handwritten signature in black ink, appearing to read "JK".

Joshua Keller

JK  
Enclosure

READ AND SCANNED \*\*\*WARNING: USE ONE TIME PADDED TELETYPE FOR COMMUNICATIONS WITH YOUR ATTORNEY OR COUNSEL. DO NOT USE YOUR TELETYPE NUMBER.

From: Origin ID: TSSA (212) 594 5300  
NEWMAN DUBE  
MILBERG LLP  
1 PENN PLAZA  
SITE 4800  
NEW YORK, NY 10119

SHIP TO: (212) 594 5300  
**Trustee for BMS LLC**  
Irving H. Picard Esq.  
Claims Processing Center  
2100 McKinney Ave Suite 800  
**Dallas, TX 75201**

RT

The FedEx Express logo, featuring the word "FedEx" in its signature script font above the word "Express" in a smaller sans-serif font, all contained within a square border.

SHIP TO: (212) 594-5300 BILL SENDER  
Trustee for BMIS LLC  
Irving H. Picard Esq.  
Claims Processing Center  
2100 McKinney Ave Suite 800  
Dallas, TX 75201

bill are 

Ship Date: 27APR09  
Priority: 1 LB  
System #: 408918/FXRS0776  
Account #: Redacted4120  
Delivery Address Bar Code

Ref# 080118-00001  
Invoice #  
PO #  
Dept #

**PRIORITY OVERNIGHT**

TUE

Deliver By:  
28APR09

A1

XH RBDA

75201 -TX-US

XH RBDA

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